Terms of Reference for the Sustainable Development Committee of the Board of Directors of China Longyuan Power Group Corporation Limited

Article 1 The Terms of Reference herein is prepared in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of China Longyuan Power Group Corporation Limited (hereinafter referred to as the "**Articles of Association**"), the Rules of Procedures of the Board of Directors of China Longyuan Power Group Corporation Limited (hereinafter referred to as the "**Rules of Procedures of the Board of Directors**") and other relevant requirements, in order to meet the development needs of China Longyuan Power Group Corporation Limited (hereinafter referred to as the "**Company**"), to better guide the Company to fulfill its social responsibilities and to promote the implementation of the environmental, social and governance (hereinafter referred to as the "**ESG**") plan of the Company.

Article 2 The Sustainable Development Committee is established by the Board of Directors, and is a special committee under the Board of Directors. In light of the actual conditions of the Company, the Committee provides recommendations and opinions on the Company's sustainable development, ESG governance objective and plan, and assists the Board of Directors to supervise the policies and measures for the sustainable development of the Company. The Sustainable Development Committee reports its work under the Terms of Reference herein to the Board of Directors.

When performing its duties, the Sustainable Development Committee shall comply with the applicable laws and regulations, the listing rules of the place where the shares of the Company are listed, the Articles of Association and the requirements of the Terms of Reference.

Article 3 The Sustainable Development Committee shall consist of three directors, with a chairperson appointed.

Article 4 Members of the Sustainable Development Committee shall be nominated by the chairman of the Board of Directors, more than half of the independent directors or one-third of all directors, and shall be appointed and dismissed by the Board of Directors. The term of office of the Committee members is the same as that of directors and they may be re-elected and reappointed. If one member no longer serves as a director of the Company or an independent non-executive director during his term, he will automatically lose his qualification as a member. To let the staffing of the Sustainable Development Committee meet the requirements of the Terms of Reference, the Board of Directors shall make up for the quorum of the Committee in a timely manner according to the above provisions.

Article 5 The main duties of the Sustainable Development Committee include:

(1) to focus on the significant information on sustainable development related to the businesses of the Company and research and make recommendations on the Company's sustainable development strategies, policies and measures;

(2) to research and provide decision-making recommendations on the Company's sustainable development, ESG governance, including but not limited to evaluating the ESG governance objective and plan, etc., and supervise the implementation and execution of the ESG governance plan of the Company;

(3) to evaluate and supervise the Company's ESG governance performance, risks and proposed countermeasures;

(4) to timely follow up on the requirements of national policies, laws and regulations, etc. to guide the ESG-related work of the Company;

(5) to supervise the disclosure of relevant information by the Company in accordance with the sustainable development disclosure requirements; to review the annual sustainable development report of the Company and make recommendations to the Board of Directors;

(6) to hear the Company's sustainable development or ESG work report every half year;

(7) to research and make recommendations on major matters affecting the sustainable development of the Company;

(8) to be responsible for other matters authorized by the Board of Directors.

Article 6 The Sustainable Development Committee may engage external experts or intermediaries to provide professional advises or recommendations, and reasonable expenses shall be borne by the Company. The meeting of the Sustainable Development Committee shall be convened by way of site meeting or by communications conference, and shall be convened only if more than half of the members are present. The meetings shall be presided over by the chairperson; if the chairperson is unable to attend, he may entrust another member of the Committee to preside over in written form. If one committee member is unable to attend the meeting, he may authorize another member to exercise his power in written form. The power of attorney shall specify the scope and duration of the authorization. Each member shall have one vote, and a resolution of the Sustainable Development Committee meeting shall be passed by more than half of the members.

When discussing issues in which the members have an interest at the Sustainable Development Committee meetings, the members shall recuse themselves from voting on such issues and shall not entrust any other member to vote on their behalf, and the votes represented by them shall not be counted in the total number of valid votes. If a member neither attends the meeting in person nor authorizes any other member to attend the meeting on his/her behalf, he/she shall be deemed to have abstained from voting in such meeting.

In the event that a valid resolution cannot be reached in a meeting due to abstention of any member of the Committee, the relevant matters shall be considered directly by the Board of Directors.

Article 7 The Sustainable Development Committee may entrust the secretary to the Board of Directors to handle the following routine work:

(1) to distribute the agenda and related support materials to the members of the Sustainable Development Committee three days prior to each meeting of the Sustainable Development Committee;

(2) to collect the views of all participating members after the meeting to form the meeting minutes and resolutions of the Sustainable Development Committee, and distribute them to each member present to sign.

Article 8 The Sustainable Development Committee shall report the decisions and the formulated representations of the meeting to the Board of Directors of the Company in form of written.

Article 9 All persons attending the meetings shall keep all matters discussed at the meetings confidential and shall not disclose any such information without authorization.

Article 10 For any matters not covered in the Terms of Reference or in the event of any conflict with the latest regulations promulgated by the State, the securities regulatory rules of the places where the shares of the Company are listed, or the provisions of the Articles of Association and the Rules of Procedures of the Board of Directors, the relevant regulations, the securities regulatory rules of the places where the shares of the Company are listed, or the provisions of the Articles of Association and the Rules of Procedures of the Board of Directors shall prevail.

Article 11 The "above" in the Terms of Reference includes the base number, and "day" refers to a working day. Unless otherwise specified, the terms used herein shall have the same meaning as ascribed to them in the Articles of Association.

Article 12 The Terms of Reference shall be construed and amended by the Board of Directors.

Article 13 The Terms of Reference is prepared in Chinese. In case of discrepancies between the versions in other languages and the Chinese version, the Chinese version shall prevail.

Article 14 The Terms of Reference shall come into effect and be implemented from the date upon consideration and approval by the Board of Directors, and consideration and approval of the Articles of Association by the shareholders' meeting.